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CALIFORNIA STATE UNIVERSITY, EAST BAY FOUNDATION, INC.

FILED
Secretary of State
State of California

RESTATED ARTICLES OF INCORPORATION

MAY 28 2013

ICC

The undersigned certify that:

1. They are the Board Chairman and Secretary Treasurer, respectively, of California State University, East Bay Foundation, Inc., a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I.

Corporate Name/Registered Office

The name of this corporation shall be California State University, East Bay Foundation, Inc.

ARTICLE II.

Corporate Status

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

ARTICLE III.

Purposes

The corporation is organized, and at all times hereafter shall be operated in connection with, exclusively for the benefit of, to perform the functions of, or to carry out the mission of California State University, East Bay. This corporation is organized exclusively for public purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 as amended. The specific and primary purposes for which this corporation is organized are:

- (a) To promote and assist the educational services, development, maintenance and operation of California

State University, East Bay, or such institution as shall succeed to the properties and functions of said University, and to apply the funds and properties coming into its hands toward furthering the educational services, development, maintenance and operation of said University;

- (b) To engage in or support projects of research or educational development and to assist financially any such projects; and
- (c) To own, operate or provide primarily for the convenience of faculty, students and employees, the operation on or near the campus of said University of one or more cafeterias, restaurants, fountains, canteens, vending machines, bookstores, concessions for University events, and supply and service stores and to sell food, confectionery, and beverages and all kinds of merchandise and services necessary to carry out the purposes of the corporation.

The foregoing provisions shall be construed as both purposes and powers of this corporation, but no recitation, expression, or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes and powers not inconsistent herewith are hereby included.

ARTICLE IV. Conformity with Law

The corporation shall be an auxiliary organization of California State University, East Bay, and shall conduct its operations in conformity with the California statutes governing such organizations (Chapter 7, commencing with Section 89900, of Part 55, Division 8, Title 3 of the Education Code) and the Regulations adopted by the Board of Trustees of California State University (Subchapter 6, commencing with Section 42400, of Chapter 1, Division 5 of Title 5 of the California Code of Regulations) as required by the Education Code, Section 89900 (c).

ARTICLE V.

Exempt Status and Limitations on Activities

This corporation is organized and shall be operated exclusively for public purposes, including but not limited to the purposes stated in Article III. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation; provided, however, that notwithstanding the foregoing, this corporation shall have the power to make the election provided for in Section 501 (h) of the Internal Revenue Code of 1986 as amended with respect to influencing legislation and, only if it so elects, to make lobbying or grass roots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501 (h) (2) (B) and (D) of the Internal Revenue Code of 1986 as amended. This corporation shall not participate or intervene in any political campaign (including publishing or distributing of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any provisions of these articles, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended or (b) by a corporation contribution to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 as amended.

ARTICLE VI.

Directors

The number of Directors, their qualifications, powers, duties, terms of office, manner of removal and filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be stated in the Bylaws.

ARTICLE VII.

Members

This corporation shall have no members other than the persons constituting its Board of Directors. The Board of Directors shall, under any statute or rule of law, be the members of this corporation and shall have all the rights and powers members would otherwise have.

ARTICLE VIII.

Voting

Each voting member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

ARTICLE IX.

Irrevocable Dedication and Dissolution

The property, assets, profits and net income of this Corporation are irrevocably dedicated to the public purposes set forth in Article III, and no part of the profits or net income or assets of this Corporation shall ever injure to the benefit of any private shareholder or individual. Upon the dissolution of this Corporation, net assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, other than trust funds, shall be distributed to one or more nonprofit corporations organized and operated for the benefit of California State University, East Bay; such corporation or corporations to be selected by the Board of Directors of this corporation and approved by the President of the University and the Chancellor of the California State University. Such nonprofit corporation or corporations must be qualified for Federal income tax exemptions under Section 501 (a) and 501 (c) of the United States Internal Revenue Code of 1954 and be organized and operated exclusively for charitable, scientific, literary or educational purposes, or for a combination of said purposes. In the alternative, upon dissolution of the corporation, net assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation other than trust funds shall be distributed to California State University, East Bay or any successor approved by the campus president and the CSU Chancellor.

ARTICLE X.

Amendments

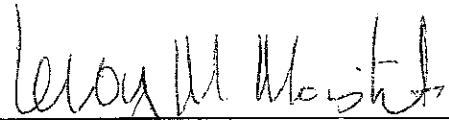
These Articles of Incorporation may be amended in the manner authorized by law and the bylaws of the corporation at the time of amendment.

3. The foregoing amended and restated Articles of Incorporation has been duly approved by the Board of Directors and the President of California State University, East Bay.

4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: April 19, 2013



Leroy Morishita, Board Chairman



Brad Wells, Secretary Treasurer

